

Fill in this information to identify the case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXASCase number (if known): _____ Chapter 11 Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/19**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name	<u>5th and Red River, LLC</u>									
2. All other names debtor used in the last 8 years										
Include any assumed names, trade names and <i>doing business as</i> names										
3. Debtor's federal Employer Identification Number (EIN)	<u>8</u>	<u>3</u>	-	<u>1</u>	<u>8</u>	<u>1</u>	<u>5</u>	<u>3</u>	<u>2</u>	<u>0</u>
4. Debtor's address	Principal place of business					Mailing address, if different from principal place of business				
<u>814 Lavaca Street</u> Number Street _____ _____					Number Street _____ _____					
<u>Austin</u> <u>TX</u> <u>78701</u> City State ZIP Code					P.O. Box _____ _____					
<u>Travis</u> County					City State ZIP Code _____ _____					
Location of principal assets, if different from principal place of business										
<u>504 East 5th Street</u> Number Street _____ _____					City State ZIP Code _____ _____					
<u>Austin</u> <u>TX</u> <u>78701</u> City State ZIP Code										
5. Debtor's website (URL)										
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____									

Debtor 5th and Red River, LLC

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>5 3 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- Chapter 7
 Chapter 9
 Chapter 11. **Check all that apply:**
- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11 (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** No Yes. District _____ When _____ Case number _____
MM / DD / YYYYDistrict _____ When _____ Case number _____
MM / DD / YYYYDistrict _____ When _____ Case number _____
MM / DD / YYYY

Debtor 5th and Red River, LLC Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

No

Yes. Debtor *See attached list Relationship Affiliate

District Western District of Texas, Austin Divisi When _____

MM / DD / YYYY

Case number, if known _____

Debtor _____ Relationship _____

District _____ When _____

Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor 5th and Red River, LLC	Case number (if known) _____		
14. Estimated number of creditors	<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50-99 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> 100-199 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> More than 100,000 <input type="checkbox"/> 200-999		
15. Estimated assets	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$50,001-\$100,000 <input checked="" type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> More than \$50 billion		
16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$50,001-\$100,000 <input checked="" type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> More than \$50 billion		

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/04/2019
MM / DD / YYYY

X <u>/s/ Brian Elliott</u>	Brian Elliott
Signature of authorized representative of debtor	Printed name
Title <u>Corporate Counsel</u>	

18. Signature of attorney

X <u>/s/ Morris D. Weiss</u>	Date <u>11/04/2019</u>
Signature of attorney for debtor	MM / DD / YYYY
Morris D. Weiss	
Printed name	
Waller Lansden Dortch & Davis, LLP	
Firm name	
100 Congress Avenue, 18th Floor	
Number	Street

Austin	TX	78701
City	State	ZIP Code

(512) 685-6400	morris.weiss@wallerlaw.com
Contact phone	Email address
21110850	
Bar number	State

List of Affiliated Entities Being Filed:

Debtor	Relationship	District	Date
5 th and Red River, LLC	Affiliate	Western Dist. of TX, Austin Division	11/4/19
7400 South Congress, LLC	Affiliate	Western Dist. of TX, Austin Division	11/4/19
900 Cesar Chavez, LLC	Affiliate	Western Dist. of TX, Austin Division	11/4/19
905 Cesar Chavez, LLC	Affiliate	Western Dist. of TX, Austin Division	11/4/19

Fill in this information to identify the case:Debtor name 5th and Red River, LLCUnited States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) _____

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claims resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Beckett Electrical Svcs, LLC P.O. Box 81381 Austin, TX 78708		Services				\$670.22
2	Travis County Tax Assessor Attn: Bruce Elfant 5501 Airport Blvd Austin, TX 78751		Taxes				\$0.00
3	Texas Comptroller of Public Accounts Revenue Accounting Division - Bankruptcy P.O. Box 13528 Capitol Station		Franchise Tax				\$0.00
4	Hospitality Parking, LLC Attn: Mike Ayoub 222 West Ave., Suite 200 Austin, TX 78701		Contract/Lease				\$0.00
5	City of Austin P.O. Box 2267 Austin, TX 78783-2267		Utilities				\$0.00

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: 5th and Red River, LLC

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 11/4/2019

Signature *Is/ Brian Elliott*
Brian Elliott
Corporate Counsel

Date _____

Signature _____

7400 South Congress, LLC
814 Lavaca Street
Austin, TX 78701

900 Cesar Chavez, LLC
814 Lavaca Street
Austin, TX 78701

905 Cesar Chavez, LLC
814 Lavaca Street
Austin, TX 78701

ATX Lender 5, LLC
600 Travis, Suite 2800
Houston, TX 77002

Beckett Electrical Svcs, LLC
P.O. Box 81381
Austin, TX 78708

City of Austin
P.O. Box 2267
Austin, TX 78783-2267

Hospitality Parking, LLC
Attn: Mike Ayoub
222 West Ave., Suite 200
Austin, TX 78701

Internal Revenue Service
Centralized Insolvency Office
P.O. Box 7346
Philadelphia, PA 19101-7346

Locke Lord LLP
Attn: Paul Pruett and Jonathan Pelayo
2800 JPMorgan Chase Tower
600 Travis
Houston, TX 77002

Locke Lord LLP
Attn: Kent Hoffman and Daniel Durell
600 Congress Ave., Ste. 2200
Austin, TX 78701

Texas Comptroller of Public Accounts
Revenue Accounting Division - Bankruptcy
P.O. Box 13528 Capitol Station
Austin, TX 78711

Travis County Attorney's Office
Attention: County Attorney
P.O. Box 1748
Austin, TX 78767

Travis County Tax Assessor
Attn: Bruce Elfant
5501 Airport Blvd
Austin, TX 78751

U.S. Real Estate Credit Holdings III,
11755 Wilshire Blvd., Suite 1425
Los Angeles, CA 90025

U.S. Real Estate Credit Holdings III-A,
11755 Wilshire Blvd., Suite 1425
Los Angeles, CA 90025

United States Trustee
903 San Jacinto, Ste. 230
Austin, TX 78701

Westlake Industries, LLC
11500 Metric Blvd, Suite 285
Austin, TX 78758

World Class Capital Group, LLC
814 Lavaca St.
Austin, TX 78701

**UNANIMOUS WRITTEN CONSENT OF THE MANAGER
OF 5th AND RED RIVER, LLC**

November 4, 2019

Pursuant to and in accordance with Section 18-404 of the Delaware Limited Liability Company Act (the “*Act*”) and Section 14 of the Limited Liability Company Agreement of 5th and Red River, LLC (the “*Company*”) dated September 19, 2018 (the “*Operating Agreement*”)¹, the undersigned, constituting the sole Manager (the “*Manager*”) of the Company, hereby take action, without holding a meeting, providing notice, or taking a vote, and consent to the adoption of the following resolutions as of the date first written above:

WHEREAS, the following resolutions are being adopted by the Manager in the name and on behalf of the Company, acting (i) in their own capacity, and (ii) as officers of the Company (such capacities being referred to herein as the “*Applicable Capacities*”); and

WHEREAS, Section 14 of the Operating Agreement provides that the business affairs of the Company shall be managed under the direction of the Manager in the ordinary course of business; and

WHEREAS, it is desirable and in the best interest of the Company, its creditors, its equity holders, and other interested parties, that a petition (the “*Petition*”) be filed seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the “*Bankruptcy Code*”) in which the authority to operate as a debtor-in-possession will be sought.

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Manager finds that the execution, delivery, and filing of the Petition is necessary and convenient to the conduct, promotion, and attainment of the business and purpose of the Company and that the execution, delivery, and filing of the Petition, is reasonably expected to directly and indirectly benefit the Company and is in the best interest of the Company; and it is further

RESOLVED, that in the judgment of the Manager, it is desirable and in the best interest of the Company, its creditors, its equity holders, and other interested parties, that the Petition be filed seeking relief under the provisions of Chapter 11 of the Bankruptcy Code in which the authority to operate as a debtor-in-possession will be sought, and the filing of the Petition is authorized hereby, and the Company shall initiate a case and proceedings; and it is further

RESOLVED, that the Manager, Brian Elliott as counsel to the Manager, and any duly elected and appointed officers of the Company (collectively, the “*Authorized Persons*” and each an “*Authorized Person*”) be, and hereby are, authorized and directed, for and on behalf of the Company, to execute and verify the Petition in the name of the Company under Chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for

¹ All capitalized terms used herein and not otherwise defined shall have the same meaning as ascribed to them in the Operating Agreement.

the Western District of Texas, in their Applicable Capacities, and without necessity for joinder or consent of any other person, with such changes therein as such Authorized Person executing the same shall approve, such approval to be evidenced conclusively by his or her execution and delivery of the Petition; and it is further

RESOLVED, that the Authorized Persons, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the Company's chapter 11 case (the "*Chapter 11 Case*") or the chapter 11 filings, including, without limitation, (i) the payment of fees, expenses, and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing, and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates, and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and it is further

RESOLVED, that the Authorized Persons of the Company, or any of them, are hereby authorized to execute, verify and/or file or cause to be filed (or direct others to do so on their behalf), all documents including, without limitation, petitions, schedules, lists, affidavits, motions, pleadings, and other papers, and to take any and all action which they deem necessary or proper in connection with such proceedings under Chapter 11, and in that connection to retain and employ Waller Lansden Dortch & Davis, LLP, as principal bankruptcy counsel; and to retain and employ other legal counsel or professionals which they may deem necessary or proper with a view to the successful conclusion of such bankruptcy case (together, the "**Restructuring Professionals**"); and it is further

RESOLVED, that the Authorized Persons of the Company are hereby authorized and directed to execute retention agreements, pay retainers, prior to, immediately upon and after the filing of the bankruptcy case, and to cause to be filed an application for authority to retain the services of the Restructuring Professionals; and it is further

RESOLVED, that the Authorized Person is hereby authorized to give, make, sign, execute and deliver any agreements, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, appointments of agents for service of process and other documents (whether of a like nature or not) (collectively, "*Ancillary Documents*") as may in the sole opinion and absolute discretion of any Authorized Person be considered necessary or desirable for the purpose of giving effect to, consummating, completing, or procuring the performance and completion of the transactions contemplated by the foregoing resolutions, and to do all such acts and things and to agree to all fees, as might in the sole opinion and absolute discretion of any Authorized Person be necessary or desirable for the purposes aforesaid; and it is further

RESOLVED, the Ancillary Documents be in such form as any Authorized Person shall in such Authorized Person's absolute discretion and sole opinion approve, the signature of such Authorized Person on any of the Ancillary Documents being due evidence for all purposes of such Authorized Person's approval of the terms thereof on behalf of the Company; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person or any member of the Company in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and it is further

RESOLVED, that any or all of the foregoing resolutions may be executed in any number of counterparts, and transmitted by facsimile or in portable document format (.pdf), each of which when executed shall have the same force and effect as an original instrument, and all of which shall together constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Consent, effective as of the date first written above.

MANAGER:

WORLD CLASS HOLDINGS XI, LLC,
a Delaware limited liability company

By: 
Name: Natin Paul
Title: President